

JUN 28 '05 2-32 PM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL  
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

June 28, 2005

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: #R00329

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of November 22, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: The Andersons, Inc.  
480 West Dussel Drive  
Maumee, OH 43537

Lessee: Bunge North America, Inc.  
11720 Borman Drive  
St. Louis, MO 63146

A description of the railroad equipment covered by the enclosed documents is:

12 railcars BAEX 787 – BAEX 798

Mr. Vernon A. Williams  
June 28, 2005  
Page Two

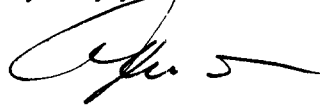
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm  
Enclosures

JUN 28 '05 2-32 PM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE****WITNESSETH**

This Memorandum of Lease is entered into as of the 22<sup>nd</sup> day of <sup>November</sup> ~~October~~, 2004, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Bunge North America, Inc., a New York corporation, having its principal place of business at 11720 Borman Drive, St. Louis, Missouri 63146 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Full Service Lease Agreement #200101-BNA dated September 21, 2001, (the "Lease Agreement"), and Rider #200101-BNAR11 Deal #R00329 dated as of October 1, 2004 (the "Schedule"), whereby Lessor leases to Lessee twelve (12) railcars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of eighty-four (84) months starting October 1, 2004.
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Lease Agreement and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in counterparts, each executed counterpart constituting an original, but altogether only one and the same Memorandum of Lease.

*(Signature Pages To Follow)*

LESSOR:

THE ANDERSONS, INC.

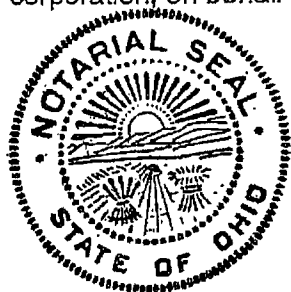
By: Rasesh H. Shah

Title: President, Rail Group

STATE OF OHIO )

COUNTY OF LUCAS ) SS:

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of November, 2004, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.



Julie Ann Dibble  
Notary Public

(Remainder of Page Intentionally Blank) **JULIE ANN DIBBLE**  
Notary Public, State of Ohio  
Commission Expires 8-20-05

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSEE:

BUNGE NORTH AMERICA, INC.

By:

Darrell R. Wallace

Title: Vice President

STATE OF MISSOURI

COUNTY OF ST. LOUIS ) SS:

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of November, 2004, by Darrell R. Wallace, a Vice President of Bunge North America, Inc., a New York corporation, on behalf of the corporation.

NOTARY SEAL  
Nocke Lark, Notary Public  
St. Louis County, State of Missouri  
My Commission Expires 4/16/2008

Nocke Lark  
Notary Public

(Remainder of Page Intentionally Blank)

# EXHIBIT "A"

Bunge North America, Inc.

12 Boxcars

200101-BNAR11

Deal #R00329

1	BAEX000787
2	BAEX000788
3	BAEX000789
4	BAEX000790
5	BAEX000791
6	BAEX000792
7	BAEX000793
8	BAEX000794
9	BAEX000795
10	BAEX000796
11	BAEX000797
12	BAEX000798

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

6/28/05



\_\_\_\_\_  
Robert W. Alvord